

TRUPANION INC.

Form 4

February 24, 2016

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
SUSEN CRAIG

(Last) (First) (Middle)

**C/O TRUPANION, INC., 907 NW
BALLARD WAY**

(Street)

SEATTLE, WA 98107

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
TRUPANION INC. [TRUP]

3. Date of Earliest Transaction
(Month/Day/Year)
02/22/2016

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

Chief Technology Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/22/2016		M	10,442 A	\$ 4.05 10,442	D	
Common Stock	02/22/2016		S	10,442 D	\$ 9.4636 0 (1)	D	
Common Stock	02/22/2016		M	3,343 A	\$ 4.8 3,343	D	
Common Stock	02/22/2016		S	3,343 D	\$ 9.25 0	D	
Common Stock	02/23/2016		M	6,994 A	\$ 4.05 6,994	D	

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Common Stock	02/23/2016	S	6,994	D	\$ (2) 8.8537	0	D	
Common Stock	02/24/2016	M	4,076	A	\$ 4.05	4,076	D	
Common Stock	02/24/2016	S	4,076	D	\$ (3) 8.6692	0	D	
Common Stock	02/24/2016	M	7,897	A	\$ 4.8	7,897	D	
Common Stock	02/24/2016	S	7,897	D	\$ (3) 8.6692	0	D	
Common Stock						1,000	I	By wife

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Stock Option (right to buy)	\$ 4.05	02/22/2016		M	10,442	(4) 02/04/2023	Common Stock	10,442
Stock Option (right to buy)	\$ 4.8	02/22/2016		M	3,343	(5) 11/07/2023	Common Stock	3,343
Stock Option (right to buy)	\$ 4.05	02/23/2016		M	6,994	(4) 02/04/2023	Common Stock	6,994

buy)

Stock

Option (right to buy)	\$ 4.05	02/24/2016	M	4,076	<u>(4)</u>	02/04/2023	Common Stock	4,076
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Stock

Option (right to buy)	\$ 4.8	02/24/2016	M	7,897	<u>(5)</u>	11/07/2023	Common Stock	7,897
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Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

SUSEN CRAIG
C/O TRUPANION, INC.
907 NW BALLARD WAY
SEATTLE, WA 98107

Chief Technology Officer

Signatures

/s/ Charlotte Sim-Warner as attorney-in-fact for Craig
Susen

02/24/2016

 Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$9.4500 to \$9.5300 per share, inclusive. The Reporting Person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(2) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$8.7500 to \$9.0900 per share, inclusive. The Reporting Person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(3) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$8.6500 to \$8.7500 per share, inclusive. The Reporting Person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(4) The option vested as to 25% of the total shares on October 1, 2013, and then 2.0833% of the total shares vest monthly thereafter, with 100% of the total shares vested and exercisable on October 1, 2016, subject to the individual's provision of service to the issuer on each vesting date.

(5) The option vests as to 25% of the total shares on November 8, 2014, and then 2.0833% of the total shares vest monthly thereafter, with 100% of the total shares vested and exercisable on November 8, 2017, subject to the reporting person's provision of service to the issuer on each vesting date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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